

OLD NATIONAL BANCORP /IN/
Form 4
March 29, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wolking Christopher A

2. Issuer Name and Ticker or Trading Symbol
OLD NATIONAL BANCORP /IN/ [ONB]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
ONE MAIN ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SEVP - CFO

EVANSVILLE, IN 47708
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
COMMON STOCK					535	I	GAIL S WOLKING - SPOUSE
COMMON STOCK					2,733	D ⁽⁵⁾	
COMMON STOCK					7,984	I ⁽³⁾	ONB KSOP
COMMON STOCK					1,600	D ⁽⁶⁾	
COMMON STOCK	03/15/2016		J V 12 A	\$ 11.97	1,128	D ⁽⁴⁾	

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COMMON STOCK	02/01/2016	D	V	4,667	D	\$ 11.67	114,591	D
COMMON STOCK	02/01/2016	F	V	<u>2,941</u> (9)	A	\$ 11.67	117,532	D
COMMON STOCK	02/26/2016	D	V	<u>15,000</u> (8)	D	\$ 11.38	102,532	D
COMMON STOCK	03/15/2016	J	V	3	A	\$ 11.97	102,535 ⁽²⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008 01/25/2017	COMMON STOCK 19,600
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009 01/24/2018	COMMON STOCK 25,000
EMPLOYEE STOCK OPTION	\$ 13.31					02/01/2010 01/29/2019	COMMON STOCK 15,000
PHANTOM STOCK	\$ 11.9 ⁽¹⁾	03/15/2016		J	V 59	<u>(7)</u> <u>(7)</u>	COMMON STOCK 59 ⁽¹⁾
PHANTOM STOCK	\$ 11.88 ⁽¹⁾	03/24/2016		P	6	<u>(7)</u> <u>(7)</u>	COMMON STOCK 6 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolking Christopher A ONE MAIN ST EVANSVILLE, IN 47708			SEVP - CFO	

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS
ATTORNEY-IN-FACT

03/29/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (2) Includes 57,000 restricted stock units, 14,167 restricted stock shares and 50,788 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) KSOP balance updated based upon current data.
- (4) Old National Bancorp Employee Stock Purchase Plan.
- (5) Shares held with a broker.
- (6) Shares held with ONB Investments
- (7) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.
- (8) The original shares granted were decreased based upon the final determination of the satisfaction of the performance factors described in the Old National Bancorp 2008 Incentive Compensation Plan Performance Share Award Agreement.
- (9) Vesting of one-third service based restricted stock net of applicable withholding taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.